

FORM 3A – DIRECTOR/CHIEF EXECUTIVE NOTICE

NOTIFICATION OF INTERESTS IN SHARES OF LISTED CORPORATION

General Notes

1. This Form 3A is for use by a director or chief executive disclosing an interest in shares of a Hong Kong listed corporation of which he/she is a director or chief executive under Part XV of the Securities and Futures Ordinance

6. For an Initial Notification, you must normally give the notification on this Form 3A within 10 business days after the relevant event. However, if at that date you were not aware that you had an interest, or a short position, then you must give the notification within 10 business days of the day you became aware that you had such an interest or short position.

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

12. You have a “short position” if you borrow shares under a securities borrowing and lending agreement, or if you hold, write or issue financial instruments (including derivatives) under which, for example :
- (i) you have a right to require another person to take the underlying shares;
 - (ii) you are under an obligation to deliver the underlying shares;
 - (iii) you have a right to receive from another person an amount if the price of the underlying shares is below a certain level;
 - (iv) you have an obligation to pay another person an amount if the price of the underlying shares is above a certain level; or
 - (v) you have any of the rights or obligations referred to in (i) to (iv) embedded in a contract or instrument.
13. The number of shares in which you are taken to be interested, or to have a short positi

corporation.

18. Do **not** send copies of share purchase agreements and other documents to SEHK when filing this Form 3A (except in relation to copies of concert party documents as indicated in Specific Notes to Box 33). Attaching a document that explains the transaction in question does **not** discharge the duty to complete the prescribed form. Unless otherwise stated, copies of any documents that are sent to SEHK will be displayed together with this Form 3A on HKEX website <http://www.hkexnews.hk/di/di.htm> and be available for viewing by the public when searching the DI pages of the HKEX website.
19. If your duty to file a notification on Form 3A arose before the date of Commencement, you may either (i) submit this Form 3A to SEHK by using the DION System; or (ii) submit the prescribed Form 3A available for use immediately before the date of Commencement to SEHK by fax, by post, by email or by hand. All filings made after the period of 3 months from the date of Commencement should be made by using the DION System.

Specific Notes

A director or chief executive who is also a substantial shareholder of the listed corporation concerned should read the Special Notes for completion of Boxes 27 to 32 on page 12.

Box 1 State the date of the relevant event (explained in General Note 4) which gave rise to the notice.

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nature of an interest (e.g. on exercise of an option), state the number of shares affected by the change.

“Currency of transaction” column

Select the currency in which the price for the interest in shares described in the “Number of shares bought/sold or involved” column was paid or received.

“On Exchange” and “Off Exchange” columns

State the consideration per share paid or received for the interests in shares described in the “Number of shares bought/sold or involved” column in the “On Exchange” or “Off Exchange” columns as appropriate. An acquisition or disposal is made “On-Exchange” when the transaction took place in the ordinary course of trading on a recognized exchange and “Off-Exchange” covers all other transactions. For an on-exchange transaction, state the highest price per share in the “Highest price (per share)” column and the average price/consideration per share in the “Average price (per share)” column. For an off-exchange transaction, state the average price/consideration per share in the “Average consideration (per share)” column and select a Code which best describes the nature of the consideration you paid or received in the “Nature of consideration” column.

If no price or consideration has been paid or received, or if the consideration is services provided, the price or consideration should be stated as “0”. If the transaction that prompts disclosure is a change in nature of your interest in shares (e.g. a securities borrowing and lending transaction), a transaction in derivatives, or a change in short position, the highest price per share and the average price per share (average consideration per share and nature of the consideration for off-exchange transactions) should be left blank in Box 24 but the consideration for derivatives may have to be disclosed in Box 28.

In the case of an Initial Notification, the details that must be given in the “Average price (per share)” or “Average consideration (per share)” columns of the average price/consideration paid for the interest in shares described in “Number of shares bought/sold or involved” column relate to the average price/consideration paid by you in the 4 months immediately before the date of relevant event. Similarly the nature of the consideration given in “Nature of consideration” column relates to the nature of consideration paid by you in the 4 months immediately before the date of relevant event.

See **Table 3** for the Codes of Nature of Consideration.

Example of how to complete Box 24

The first example demonstrates for relevant events (i) to (vi) in General Note 4. Assume that you already own 4,500,000 shares in the listed corporation or 4.5% of the shares in issue. On 31 December 2003, you purchased (through the SEHK) 400,000 shares for HK\$800,000 and 100,000 shares for HK\$210,000 (all shares to be held beneficially). The date of the relevant event to be inserted in Box 1 would be “31.12.2003” and you should complete Box 24 in the following manner.

24. Details of relevant event

	Brief description of relevant event		Capacity in which shares were/are held		Number of shares bought / sold or involved	Currency of transaction	On Exchange		Off Exchange	
			Before relevant event	After relevant event			Highest price (per share)	Average price (per share)	Average consideration (per share)	Nature of consideration
Long position	Enter code or double click below	*	Enter code or double click below	Enter code or double click below	500,000	HKD	2.10	2.02		Enter code or double click below
	1101			2101						
Short position	Enter code or double click below		Enter code or double click below	Enter code or double click below						

* Due to limited space in these Notes, the description of relevant event and capacity in which shares were/are held are not shown but will be displayed in the Form.

The second example demonstrates for the case of Initial Notification. Assume that prior to 1 September 2003 you already own 4,500,000 shares in a listed corporation. On 31 December 2003 you are appointed a director of the listed corporation. On 15 September 2003 you had purchased (through the SEHK) 400,000 shares for HK\$800,000 and 100,000 shares for HK\$210,000 (all shares held as trustee). The relevant date to be inserted in Box 1 would be “31.12.2003” and you should complete Box 24 in the following manner.

24. Details of relevant event

Brief

Derivatives granted by the listed corporation

If the derivatives have been granted to you by the listed corporation then you must give details of those equity derivatives on a separate row in Box 28 if the relevant event was :

Column 5: If the controlled corporation holds the interest in shares of the listed corporation directly (as opposed to the interest being a deemed interest), select “Y” in column 5; if the interest is a deemed interest, select “N” in column 5. If the controlled corporation holds some shares of the listed corporation directly, and some shares indirectly, details of the interest held directly should be given

In this example, the entries in Box 30 would be as follows :

30. Further information in relation to interests of corporations controlled by director

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

Box 31 If you are interested in shares of the listed corporation concerned jointly with another person, you are both taken to be interested in all of the shares held jointly. Details of that interest must also be taken into account in completing Boxes 25 and 26.

If this is an Initial Notification, you must complete Box 31 if you are interested in shares of the listed corporation concerned jointly with another person. State the name of the person who owns the interest in the shares jointly with you, his/her/its address and the number of shares in which he/she/it is interested.

If this is not an Initial Notification, you must only give details if the shares in which you are interested jointly with another person were involved in the relevant event. State the name of the person who owns the interest in the shares jointly with you, his/her/its address and the number of shares involved in the relevant event in which he/she/it was interested. However, a director who is also a substantial shareholder should read the Special Notes for completion of Boxes 27 to 32 on page 12.

The same principles apply to short positions held jointly.

Box 32 If you are a trustee of a trust, a beneficiary of a trust, or if you are the “founder” of a discretionary trust (e.g. you had a discretionary trust set up or you put assets into it) and can influence how the trustee exercises his discretion, then you are taken to be interested in all the shares of the listed corporation in which the trust has an interest (or a short position). Details of that interest must also be taken into account when completing Boxes 25 and 26. Ignore an interest in reversion or remainder, an interest of a bare trustee.

If this is an Initial Notification, you must complete Box 32 if you are interested in shares of a listed corporation through a trust. You need not state the name of the trust which owns the interest in the shares and its address in columns 1 and 2 if you wish these to remain private. State the description which best describes your status in relation to the trust either by entering the Code from **Table 5** or selecting the Code from the menu in column 3. State the number of shares in which the trust is interested (has a short position) in column 4 (and 5).

If this is not an Initial Notification, you must only give details if the shares in which you are interested through a trust were involved in the relevant event. State the name of the trust which owns the interest in the shares, its address and the number of shares involved in the relevant event.

listed corporation and must file a notice. If (together) you are interested in 5% or more you will be a substantial shareholder in addition to being a director. Details of the interests of any other party must also be taken into account in completing Boxes 24 to 28. You must state the name of each of the other parties to the agreement, his/her/its address and the number of shares in which he/she/it is interested “apart from the agreement” in Box 33. In the last row of Box 33, state the number of shares in which you are interested under sections 317 and 318 of the SFO. This will be the total of firstly all shares which have been purchased pursuant to the agreement by any of the parties to the agreement and secondly all shares in which the other parties to the agreement are interested “apart from the agreement” (defined in section 318(2) of the SFO).

Example of how to complete Box 33

Assume that Mr. Wong Ging Teng Anthony 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 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
Total	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 26 that he is interested in 116,000,000 shares. He has to state the number of shares in which the other parties are interested “apart from the agreement” and the total shares in which he is interested by the application of sections 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 33 as follows –

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

You must also –

- (i) attach a separate sheet to the notification stating that you are a party to an agreement to which section 317(1)(a) or (b) applies;
- (ii) include a copy of any written agreement, containing the details of the agreement.

Table 1 – Codes of Relevant Events

Please note that :

- (1) It may be necessary to go through two to three levels of questions before reaching the relevant event and an event code is only assigned to the last level of question. Code numbers in brackets are interim level(s) of questions and they are not event codes. Only the ultimate event codes will be available for selection.
- (2) The same set of event codes apply to all Forms so some code numbers are “skipped” because certain events are not relevant to this Form.
- (3) The term “your interest/short position” in these event codes refers to your own interest and also includes an interest of your spouse, your minor child or a corporation that is controlled by you, that is taken to be your interest by attribution.
- (4) The “shares” are the shares of the listed corporation.

Code No. (Level 1)	Code No. (Level 2)	Code No. (Level 3)	Description of event (Box 24)
(110)			The number of shares in which you are interested has increased because:
(120)			The number of shares in which you are interested has reduced because:
(130)			There has been a change in nature of your interest in the shares because:
(140)			You came to have a short position in the shares or the number of shares in which you have a short position increased because:
(150)			You ceased to have a short position in the shares or the number of shares in which you have a short position decreased because:
(170)			Miscellaneous
(110)			The number of shares in which you are interested has increased because:
	1101		you purchased the shares
	1102		you were given the shares
	(1103)		you became the holder of, wrote or issued equity derivatives under which (choose one):
		11031	you have a right to take the underlying shares

Code No. (Level 1)	Code No. (Level 2)	Code No. (Level 3)	Description of event (Box 24)
	1202		you made a gift of the shares
	1203		you delivered the shares or an amount due under equity derivatives
	(1204)		expiry or cancellation without exercise of equity derivatives under which (choose one):
		12041	you had a right to take the underlying shares
		12042	you were under an obligation to take the underlying shares
		12043	you had a right to receive from another person an amount if the price of the underlying shares was above a certain level
		12044	you were under an obligation to pay another person an amount if the price of the underlying shares was below a certain level
		12045	you had any of the rights or obligations referred to in 12041 to 12044 above embedded in a contract or instrument
	1205		you ceased to have a security interest in the shares
	1206		you did not take up, or sold, rights in a rights issue
	1207		your spouse became a director or chief executive of the listed corporation
	1208		you entered into an agreement for the exchange of an instrument for another instrument in respect of the same underlying shares
	1209		you placed the shares to placee(s) under a top-up placing
	1210		new shares were issued in a top-up placing
	1211		you have ceased to be a member of a concert party group or a member of the concert party group has disposed of some of the shares
	1213		any other event (you must briefly describe the relevant event in the Supplementary Information box)
(130)			There has been a change in nature of your interest in the shares because:
	1301		the shares have been delivered to you and you have not previously notified the purchase of the shares

Code No. (Level 1)	Code No. (Level 2)	Code No. (Level 3)	
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Table 2 – Codes of Capacity

Please note the same set of capacity codes apply to all Forms so some code numbers are “skipped” because certain capacities are not relevant to this Form.

Code No.	Description of the capacity in which you held the interest or short position in shares that is acquired, disposed of or changed (Boxes 24 and 27)
	Common capacities
2101	Beneficial owner
2102	Investment manager
2103	Interests held jointly with another person
2104	Agent
2105	Underwriter
2106	Person having a security interest in shares
	Interests by attribution
2201	Interest of corporation controlled by you
2202	Interest of your spouse
2203	Interest of your child under 18 years of age
	Trusts and similar interests
2301	Trustee
2302	Custodian (other than an exempt custodian interest)
2303	Depository
2304	Executor or administrator
2305	Beneficiary of a trust (other than a discretionary interest)
2306	Nominee for another person (other than a bare trustee)
2307	Founder of a discretionary trust who can influence how the trustee exercises his discretion
	Persons acting in concert
2401	A concert party to an agreement to buy shares described in s.317(1)(a)
2402	A person making a loan or providing security to buy shares described in s.317(1)(b)
	Miscellaneous
2501	Other (you must describe the capacity in the Supplementary Information box)

Table 3 – Codes of Nature of Consideration

Code No.	Description of consideration for off-exchange transactions (Box 24)
3101	Cash
3102	Assets other than cash
3103	Surrender of rights to shares/debentures
3104	Services

Table 4 – Codes of Category of Derivatives

Code No.	Common categories of derivatives (Box 28)
	Listed derivatives
4101	Physically settled
4102	Cash settled
4103	Convertible instruments
4104	Other (you must describe the category of derivatives in the Supplementary Information box)
	Unlisted derivatives
4105	Physically settled
4106	Cash settled
4107	Convertible instruments
4108	Other (you must describe the category of derivatives in the Supplementary Information box)

Table 5 – Codes of Status in relation to a Trust

Code. No.	Status in relation to a trust (Box 32)
5101	Trustee of a trust
5102	Beneficiary of a trust (other than a discretionary interest)
5103	Founder of a discretionary trust who can influence how the trustee exercises his discretion