



Companies Registry

Form **NRE1**

Notice to Minority Shareholders – Takeover (Right of Offeror to Buy out Minority Shareholders)

Business Registration Number

(the Company)

Note

1 Company Name (the Company)

2 Name of the Offeror

3 This notice is hereby given to the following Minority Shareholder of the Company :

Name

Address

4 Background

On the _____ day of _____ the offeror made a takeover offer to acquire all the ^(a) _____ shares in the Company except those held by the offeror ^(b) _____

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The offeror has, by virtue of acceptances of the offer, acquired, or contracted unconditionally to acquire, at least 90% in number of the shares to which the offer relates. / The Court has by an order dated _____ authorized the offeror to give this notice*.

5 Notice

Pursuant to section 693 of the Companies Ordinance (Cap. 622) the offeror hereby gives you notice as follows :

(1) The offeror desires to acquire the _____ shares held by you in the Company.

* Delete whichever does not apply

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* (2) (a) The said takeover offer gives the holder of shares a choice of consideration, particulars of the choices are :

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(b) You may within 2 months after the date of this notice indicate your choice referred to in the preceding sub-paragraph (a) by a letter sent to the offeror at the address specified in paragraph (5) below.

(c) If you do not indicate a choice in accordance with the preceding sub-paragraph (b), the following consideration specified in the offer will apply, viz :

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* (3)(a) The said takeover offer provides that the holder of shares is to receive shares in or debentures of the offeror, with an option to receive some other consideration to be provided by a third party instead, viz :

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* (b) and the terms of the takeover offer include the said option.

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* (b) but you have a corresponding option to receive some other consideration to be provided by the offeror, viz :

and if you wish to exercise this corresponding option you must do so within 2 months after the date of this notice by letter sent to the offeror at the address specified in paragraph (5) below.

* Delete whichever does not apply

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(4) Unless the Court makes an order under section 695(3) of the Companies Ordinance upon an application made by you within 2 months after the date on which this notice is given, the offeror is entitled and bound to acquire the _____ shares held by you in the Company on the terms of the takeover offer including the consideration and option as determined in accordance with paragraphs (2) and (3) above if applicable.

* (5) The address of the offeror to which any letter is to be sent under the provisions of paragraph (2) or (3) above is :

Signed : _____
Name : _____ Date : _____
The offeror

* Delete whichever does not apply

**NOTICE TO MINORITY SHAREHOLDERS – TAKEOVER
(RIGHT OF OFFEROR TO BUY OUT MINORITY SHAREHOLDERS)**

For the purposes of section 694(1)(a) of Companies Ordinance (Cap. 622)

Notes for Completion of Form NRE1

1. If the conditions set out in section 693(1), 693(2) or 693(7) of the Companies Ordinance are satisfied, the offeror may give notice to the holder of any shares to which the offer relates that the offeror has not acquired or contracted unconditionally to acquire that it desires to acquire those shares. This form must be used by the offeror for giving the notice to such shareholder.
2. (a) If the offer is limited to a certain class or classes of shares, please state the class or classes to which the offer relates.

(b) Please state shortly the nature of the offer.
3. Please state the particulars of the choices of consideration in the space provided.
4. Please state the consideration which will apply if the shareholder does not indicate a choice.
5. Please state the particulars of the option.
6. If the alternative sub-paragraph (b) is applicable, please state the particulars of the corresponding option in the space provided.

Business Registration Number

7. Please provide the business registration number (i.e. the first 8 digits of the Business Registration Certificate number) issued by the Business Registration Office of the Inland Revenue Department. The numbers after [-] are not required. For companies incorporated on or after 27 December 2023, the business registration number is also adopted as the "No. " on the "Certificate of Incorporation" issued by the Companies Registry.