



Companies Registry

Form **NRE3**

**Notice to Minority Shareholders –  
General Offer for Share Buy-back**  
(Right of Repurchasing Company to Buy out Minority Shareholders)

**Business Registration Number**

(the Repurchasing Company)

Note

**1 Company Name (the Repurchasing Company)**

**2 This notice is hereby given to the following Minority Shareholder of the Repurchasing Company:**

**Name**

**Address**

**3 Background**

**2** On the \_\_\_\_\_ day of \_\_\_\_\_ the Repurchasing Company made a general offer within the meaning of section 707 of the Companies Ordinance (Cap. 622) to buy back all the <sup>(a)</sup> \_\_\_\_\_ shares in the Repurchasing Company <sup>(b)</sup> \_\_\_\_\_

The Repurchasing Company has, by virtue of acceptances of the offer, bought back or contracted unconditionally to buy back at least 90% in number of the shares to which the offer relates. / The Court has by an order dated \_\_\_\_\_ authorized the Repurchasing Company to give this notice\*.

**4 Notice**

Pursuant to section 712 of the Companies Ordinance the Repurchasing Company hereby gives you notice as follows:

(1) The Repurchasing Company desires to buy back the \_\_\_\_\_ shares held by you in the Repurchasing Company.

\* Delete whichever does not apply

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

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

(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 Repurchasing Company at the address specified in paragraph (4) 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 :

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

(3) Unless the Court makes an order under section 714(3) of the Companies Ordinance upon an application by you made within 2 months after the date on which this notice is given, the Repurchasing Company is entitled and bound to buy back the \_\_\_\_\_ shares held by you on the terms of the general offer as determined in accordance with paragraph (2) above if applicable.

\* (4) The address of the Repurchasing Company to which any letter is to be sent under paragraph (2) above is :

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

Signed :

Name : \_\_\_\_\_ Date : \_\_\_\_\_

Director / Company Secretary \*  
for the Repurchasing Company

\* Delete whichever does not apply

**NOTICE TO MINORITY SHAREHOLDERS – GENERAL OFFER FOR SHARE BUY-BACK  
(RIGHT OF REPURCHASING COMPANY TO BUY OUT MINORITY SHAREHOLDERS)**

**For the purposes of section 713(1)(a) of Companies Ordinance (Cap. 622)**

**Notes for Completion of Form NRE3**

1. If the conditions set out in sections 712(1) and 712(2), 712(3) or 712(8) of the Companies Ordinance are satisfied, the repurchasing company may give notice to the holder of any shares to which the general offer relates that the repurchasing company has not bought back, or contracted conditionally to buy back, that it desires to buy back those shares. This form must be used by the repurchasing company for giving the notice to such shareholder.
2. (a) If the general 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.

**Business Registration Number**

5. 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.