



Companies Registry

**Notice to Dissenting Shareholders**  
(Right of Minority Shareholders to be Bought Out by Company)

Company Number

(Transferor Company)

**1 Company Name (Transferor Company)**

**2 Company Name (Transferee Company)**

**3 This notice is hereby given to the following Dissenting Shareholder of the Transferor Company :**

Name

Address

**4 Background**

(Note 4)

On the \_\_\_\_\_ day of \_\_\_\_\_ the transferee company made an offer to all the holders of <sup>(a)</sup> \_\_\_\_\_ shares in the transferor company <sup>(b)</sup> \_\_\_\_\_

The period within which the said offer could be accepted expired on the \_\_\_\_\_ day of \_\_\_\_\_ and as that date the transferee company was the holder of not less than nine-tenths in value of the said \_\_\_\_\_ shares and you held \_\_\_\_\_ shares in the transferor company and did not accept the said offer by the transferee company to all holders of such shares.

**5 Notice**

The transferee company in pursuance of the provisions of section 168 of , and paragraph 11 of Part 2 of the Ninth Schedule to, the Companies Ordinance hereby :

(1) Gives you notice :-

- (a) that you may by letter addressed to the transferee company require it to acquire your said holding of \_\_\_\_\_ shares in the transferor company and that if you give such notice to the transferee company the transferee company shall be entitled and bound to acquire the shares on the terms of the said offer to all holders of such shares or on such other terms as may be agreed or as the court, on the application of yourself or the transferee company, thinks fit to order, and

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(Note 5)

(b) that if you wish to exercise the right referred to in the preceding sub-paragraph (a) you must send the letter to the transferee company at \_\_\_\_\_  
\_\_\_\_\_ not later than 2 months after the date on which this notice is given to you.

(2) Calls upon you to decide whether or not to exercise your rights to require the acquisition of your holding of shares in the transferor company by the transferee company.

(Note 6)

\* (3) Gives you notice that the said offer to all the holders of \_\_\_\_\_ shares in the transferor company gave each such holder a choice of terms, viz :

\_\_\_\_\_  
\_\_\_\_\_

and that

(a) you may exercise the said choice in making a requirement under Part 2 of the Ninth Schedule to the Companies Ordinance and

(b) if you make a requirement under the said Part 2 of the Ninth Schedule without exercising the said choice then the following terms shall be taken as applying, viz :

(Note 7)

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

\* (4) Gives you notice :-

(a) that under the said offer to all the holders of \_\_\_\_\_ shares in the transferor company each holder is to receive shares or debentures of the transferee company but with an option to receive instead some other consideration to be provided by a third party, viz :

(Note 8)

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

and

(b) that the said option shall/shall not \* apply to such shares held by you;

(Note 9)

\* (c) that you shall have the option to receive instead of the said option the following consideration to be provided by the transferee company, viz :

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

and that you may accept this corresponding option in any requirement made by you under Part 2 of the Ninth Schedule to the Companies Ordinance.

Signed :

(Name) : ( \_\_\_\_\_ ) Date : \_\_\_\_\_

Director/Secretary \*  
for the transferee company

\* Delete whichever does not apply

NOTICE TO DISSENTING SHAREHOLDERS  
(RIGHT OF MINORITY SHAREHOLDERS TO BE BOUGHT OUT BY  
COMPANY)

Required by Companies Ordinance (Cap. 32)  
Paragraph 11 of Part 2 of the Ninth Schedule

Notes for Completion of Form RE2

1. If the conditions set out in paragraphs 9 or 10 of Part 2 of the Ninth Schedule to the Companies Ordinance are satisfied, the holder of any shares to which the offer relates who has not accepted the offer before the expiration of the period within which the offer can be accepted may, by letter addressed to the transferee company, require it to acquire those shares.
2. Within one month after the expiration of the period within which the offer to all shareholders could be accepted, the transferee company must give notice to the shareholder having rights under Part 2 of the Ninth Schedule to the Companies Ordinance calling on him to decide whether or not to exercise them. This form should be used by the transferee company for giving such notice to the shareholders.
3. In order to assist the shareholders, a copy of Part 2 of the Ninth Schedule to the Companies Ordinance should be sent with this Notice to the shareholders.
4. (a) If the offer is limited to a certain class or classes of shares, please state the description of that class or those classes.  
  
(b) Please state shortly the nature of the offer.
5. Please specify the address to which the shareholder's letter should be sent.
6. Please state the particulars of the choice of terms in the space provided.
7. Please state the particulars of terms which will apply if the shareholder makes a requirement without exercising choice.
8. Please state the particulars of option in offer.
9. If sub-paragraph (c) is applicable, please state the particulars of corresponding option which will apply in this case in the space provided.