



Companies Registry

Notice to Minority Shareholders – Takeover

(Right of Minority Shareholders to be Bought out by Offeror)

Company 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

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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) _____

and the offer period ended / will end * on _____.

The shares in the Company controlled by the offeror represent at least 90% in number of the shares to which the offer relates. You hold _____ shares in the Company and have not accepted the said offer by the offeror.

5 Notice

Pursuant to section 701 of the Companies Ordinance the offeror hereby gives you notice as follows:

(1) (a) You may by a letter addressed to the offeror require the offeror to acquire your said holding of _____ shares in the Company and if you do so the offeror is entitled and bound to acquire the shares on the terms of the takeover offer or on other terms as agreed between you and the offeror or on the terms as the Court, on application by you or the offeror, may order.

* (b) As this notice is given before the end of the offer period of the takeover offer, the offer is still open for acceptance.

* Delete whichever does not apply

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(c) If you wish to exercise the rights referred to in the preceding sub-paragraph (a) you must send the letter to the offeror at _____

within 3 months after the end of the offer period or the date of this notice, whichever is the later.

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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 indicate your choice in the letter referred to in the preceding paragraph (1).
(c) If you do not indicate a choice, 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 considerations to be provided by a third party instead, viz :

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* (b) and the terms of the takeover offer include the option.
* (b) but you have a corresponding option to receive the following consideration to be provided by the offeror, viz :

and you may exercise this corresponding option when requiring the offeror to acquire your shares by the letter referred to in paragraph (1) above.

Signed : _____
Name : _____ Date : _____
The Offeror

* Delete whichever does not apply

**NOTICE TO MINORITY SHAREHOLDERS – TAKEOVER
(RIGHT OF MINORITY SHAREHOLDERS TO BE BOUGHT OUT BY OFFEROR)**

For the purposes of section 702(1)(a) of Companies Ordinance (Cap. 622)

Notes for Completion of Form NRE2

1. If the conditions set out in section 700(1)(a) and (b) or 700(2)(a) and (b) of the Companies Ordinance are satisfied, the holder of any shares to which the offer relates who has not accepted the offer before the end of the offer period may, by a letter addressed to the offeror, require the offeror to acquire those shares.
2. If the holder of any shares is entitled under section 700 to require an offeror to acquire the shares, the offeror must give notice to the holder of —
 - (a) the holder's rights under that section; and
 - (b) the period within which those rights are exercisable.

This form must be used by the offeror for giving the notice to such shareholder.

3. (a) If the offer is limited to a certain class or classes of shares, please state the class or those classes to which the offer relates.
 - (b) Please state shortly the nature of the offer.
4. Please specify the address to which the shareholder's letter should be sent.
5. Please state the particulars of the choices of consideration in the space provided.
6. Please state the consideration which will apply if the shareholder does not indicate a choice.
7. Please state the particulars of the option.
8. If the alternative sub-paragraph (b) is applicable, please state the particulars of the corresponding option in the space provided.