



Companies Registry

# Notice to Minority Shareholders – General Offer for Share Buy-back

(Right of Minority Shareholders to be Bought out by Repurchasing Company)

Company 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**

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

and the offer period ended / will end \* on \_\_\_\_\_.

The shares in the Repurchasing Company now controlled by the Repurchasing Company represent at least 90% in number of the shares to which the offer relates. You hold \_\_\_\_\_ shares in the Repurchasing Company and has not accepted the said offer by the Repurchasing Company.

**4 Notice**

Pursuant to section 719 of the Companies Ordinance the Repurchasing Company hereby gives you notice as follows :

(1) (a) You may by a letter addressed to the Repurchasing Company require it to buy back your said holding of \_\_\_\_\_ shares in the company and if you do so the Repurchasing Company is entitled and bound to buy back the shares on the terms of the general offer or on other terms as agreed between you and the Repurchasing Company or on the terms as the Court, on application by yourself or the Repurchasing Company, may order.

\* (b) As this notice is given before the end of the offer period of the general 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 Repurchasing Company 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 general offer gives to the holder of shares a choice of consideration, particulars of the choices are :

_____
_____
_____

(b) You may indicate your choice in the letter referred to in the preceding paragraph (1).

(c) If you do not indicate a choice then the following consideration specified in the offer will apply, viz :

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_____
_____
_____

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 MINORITY SHAREHOLDERS TO BE BOUGHT OUT BY REPURCHASING COMPANY)**

**For the purposes of section 720(1)(a) of Companies Ordinance (Cap. 622)**

**Notes for Completion of Form NRE4**

1. If the conditions set out in sections 718(1) and 718(2) or 718(3) 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 repurchasing company, require that company to buy back those shares.
2. If the holder of any shares is entitled under section 718 to require a repurchasing company to buy back the shares, the repurchasing company 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 repurchasing company 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.